



ANTHONY J. BARTON
DIRECTOR EQUIPMENT FINANCING
ASSISTANT TREASURER & ASSISTANT SECRETARY

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223
FAX (312) 984-3855

DIRECT LINE (312) 984-3824

2/17/93

VIA FEDERAL EXPRESS

Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

RECORDATION NO. 18054 A FILED 1428

FEB 18 1993 3:10 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1
dated as of February 17, 1993, a secondary document
supplementing the Manufacturing Agreement dated
as of December 9, 1992.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Gunderson, Inc. (Manufacturer)
4350 Northwest Front Avenue
Portland, Oregon

The general description of the equipment is as follows:

| <u>Type</u> | <u>AAR Mechanical Designation</u> | <u>No. of Units</u> | <u>Marked</u> | <u>Numbered</u> |
|---|-----------------------------------|---------------------|---------------|-----------------|
| 5-unit articulated double-stack container well car. | FCA | 100 | DTTX | 75726-75825 |

FEB 18 3:01 PM '93
RECEIVED INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland, Jr.
February 17, 1993
Page Two

Enclosed is our check in the amount of \$16.00 to cover filing fees.

Prior recordations pertaining to this Amendment No. 1 being recorded are as follows:

Manufacturing Agreement dated December 9, 1992, recorded on December 28, 1992, recordation number 18054.

A short summary of this Amendment to appear in the Index is as follows:

"Manufacturing Agreement Amendment No. 1, amending Item 2 of Annex A to the Manufacturing Agreement to read, 'July 31, 1993'".

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM/mak
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

18054-A

Interstate Commerce Commission
Washington, D.C. 20423

2/19/93

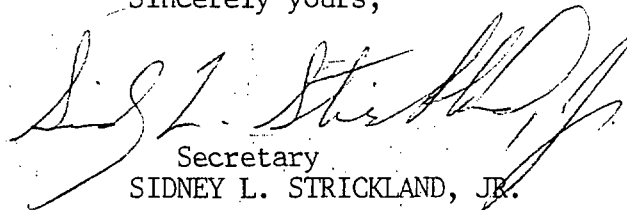
OFFICE OF THE SECRETARY

Anthony J. Barton
Director Of Equipment Financing
TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **2/18/93** at **3:10pm**, and assigned
recordation number(s). **18054-A & 18128**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/16/93

AMENDMENT TO MANUFACTURING AGREEMENT FEB 18 1993 3:10 PM

INTERSTATE COMMERCE COMMISSION

This Amendment to Manufacturing Agreement, dated February 10, 1993 (this "Amendment") is between GUNDERSON, INC., an Oregon corporation (the "Manufacturer") and TTX COMPANY, a Delaware corporation (the "Company"). Manufacturer and Company have entered into this Amendment in order to amend their Manufacturing Agreement dated December 9, 1992 and recorded with the Interstate Commerce Commission on December 28, 1992 (the "Manufacturing Agreement").

The parties agree that the date set forth in Item 2 of Annex A to the Manufacturing Agreement will be corrected to read, "July 31, 1993."

MANUFACTURER:

GUNDERSON, INC.

By *S. L. Ballo*
Its Vice President

Attest:

H. D. West
Assistant Secretary

COMPANY:

TTX COMPANY

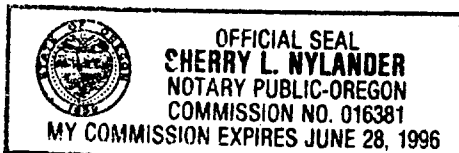
By *R. J. [Signature]*
Its Vice President & CFO

Attest:

[Signature]
Assistant Secretary

STATE OF OREGON)
) ss.
County of Multnomah)

On this 11th day of February, 1993, before me personally appeared *S. L. Ballo*, to me personally know, who, being by me duly sworn, says that he is a *Vice President* of Gunderson, Inc. (the Corporation), that said instrument was signed on behalf of the Corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of the Corporation.



Cherry L. Nylander
Notary Public for Oregon
My commission expires: 6/28/96

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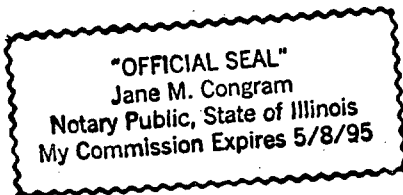
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STATE OF ILLINOIS)
) ss.
County of Cook)

On this 16 day of February, 1993, before me personally appeared Robert E. Zimmerman, to me personally known, who being by me duly sworn, says that he is the Vice President & Chief Financial Officer of TTX Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jane M. Congram
Notary Public for Illinois
My commission expires: _____

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